

THE HAMILTON LAW ASSOCIATION BY-LAW 1-2023

A BY-LAW TO REPEAL AND REPLACE BY-LAW 1-2014 **Being a By-law to regulate the affairs of The Hamilton Law Association**

WHEREAS The Hamilton Law Association (hereinafter "the Association") is a not-for-profit Corporation, governed by the *Not-for-Profit Corporations Act* (Ontario), 2010, SO 2010, c 15 and incorporated for the purposes and objects of a professional association of Barristers and Solicitors and members of the Judiciary and to provide a Law Library and legal education for the best interests of its Members;

AND WHEREAS pursuant to Section 48 of By-law 2-2011, passed the 13th day of April, 2011, and ratified the 2nd day of June, 2011, the Board of Directors may from time to time amend this bylaw but such amendment shall not come into force until confirmed by two-thirds of the votes cast at an Annual Meeting of the Members of the Association or a meeting of the Members duly called for the purpose of considering such by-law amendment;

NOW THEREFORE BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Association as follows:

THAT By-law 1-2014, passed the 23rd day of April, 2014, and ratified the 29th day of May, 2014, By-law 1-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 2-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 3-2019 passed on the 20th day of March 2019, and ratified on the 30th day of May 2014, By-law 4-2019 passed on the 20th day of November 2019, and ratified on the 20th day of May 2020, and By-law 1-2020 passed on the 15th day of April 2020, and ratified on the 20th day of May 2020 be and is hereby repealed and replaced with the following:

SECTION 1 - OBJECTS

1.01 Objects of the Association

The objects of the Association as set out in its Articles are:

- a) to serve the professional needs of the Members by maintaining a Law Library for the shared use of the Members, and authorized members of the public;
- b) to organize, promote and present programs for the continuing legal education of Members;
- c) to publish and circulate newsletters and other materials for the information and legal education of the Members;
- d) to receive, hold and dispose of funds received by the corporation by way of bequest, gift, donation or grant, for the purposes and objects of the Association;
- e) to provide a forum for communication among Members through publications, special interest sections, special events and through ancillary membership services;
- f) to represent the Members in relations with the judiciary, Law Society, government agencies, the media and the public; and

- g) to generally undertake and promote such other matters or activities of a nonprofit nature which would best serve the interests of the Members as Barristers and Solicitors of Ontario.

SECTION 2 - MISSION

2.01 Mission

The mission statement for the Association shall be that the Association exists to enable its Members to become successful, respected and fulfilled in their profession.

SECTION 3 - HEAD OFFICE

3.01 Head Office

The Head Office of the Association shall be in the John Sopinka Court House in the City of Hamilton, in the Province of Ontario, or at such other place in the Region as may be designated by the Board from time to time.

SECTION 4 - SEAL

4.01 Corporate Seal

The Corporate Seal of the Association, if any, shall be in a form determined by the Board from time to time.

SECTION 5 - INTERPRETATION

5.01 Definitions

In this By-law:

- a) "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "Association" means The Hamilton Law Association;
- d) "Board" and "Board of Directors" means the Board of Directors of the Association who shall be designated as "Directors";
- e) "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f) "Members" means the Members as defined in Section 10 of this By-Law; and
- g) "Region" means the City of Hamilton.

5.02 Interpretation

Other than as specified in Section 5.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

5.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws

are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

SECTION 6 - BOARD OF DIRECTORS

6.01 Board of Directors

The Board shall consist of thirteen (13) Directors, one of whom shall be the President, one of whom shall be the Vice-President, one of whom shall be the Secretary-Treasurer, and one of whom shall be the Past President, all of whom shall be chosen as follows:

- a) At each Annual Meeting of the Members, Directors shall be elected from the voting Members for a term of up to three (3) years to fill any vacancy caused by the expiry of the term of any existing Director. Existing Directors may be reelected for subsequent terms, subject to Section 6.02
- b) the President, Vice-President and Secretary-Treasurer shall be elected for a term of one year at each Annual Meeting of the Members; and
- c) upon expiration of the term of the President, such person shall, provided that he or she continues to qualify as a voting Member, serve as Past President for a term of one year.

6.02 Cumulative Term of Directors

No Member shall serve more than a cumulative total of nine (9) years as a Director, provided that a Director may serve any additional terms required while holding the office of President, Vice-President, Secretary-Treasurer, or Past President.

6.03 Vacancies of the Board

Other than with respect to the Past President, vacancies on the Board of Directors or among the Officers of the Association, caused by death, resignation, or ceasing to qualify as a voting Member, shall be filled by resolution of the Board, for the remainder of the term so vacated at a regular meeting of the Board.

A quorum of the Board of Directors shall be required to fill a vacancy. If there is no quorum of the Board of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

6.04 Powers of the Board

The Board shall manage the affairs of the Association and may from time to time make all such rules and regulations as may be required respecting such affairs, including but not limited to:

- a) the development and awarding of awards for members;
- b) to develop and execute fundraising initiatives and programs where necessary; and
- c) to set in consultation with the Secretary-Treasurer membership dues.

6.05 Committees

The Board may from time to time appoint Committees for such purposes and with such terms of reference as it deems advisable.

6.06 Rules and Regulations

The Board on recommendation of the Executive Committee shall from time to time make rules and regulations for the admittance to, operation and maintenance of the Law Library of the Association.

6.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with any applicable conflict of interest provisions of the *Act*.

6.08 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

SECTION 7 - MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

7.01 Meetings of the Board and Executive Committee

The Board shall meet at least eight (8) times in each year, and at such time and place as the Board may by resolution determine or the President directs. The Executive Committee shall meet at the call of the President.

7.02 Quorum of Board

A majority of the current number of Directors of the Board and four (4) members of the Executive Committee shall constitute a quorum for the transaction of business by the Board and the Executive Committee respectively. The Board and the Executive Committee respectively, may adopt such rules of procedure for its meetings as it deems advisable and shall be guided by Roberts Rules of Order.

7.03 Absence of Director

The absence of any member of the Board from three (3) consecutive meetings of the Board or the Executive Committee without excuse acceptable to the Board may, at the option of the Board, result in the Director ceasing to hold office, and in such event such person's place shall be filled for the remainder of the term by resolution of the Board. The Board shall send any such absent Director prior written notice of any proposal to remove the Director from the Board and shall provide such Director with a reasonable opportunity to respond to such proposal.

7.04 Notice of Meetings

Notice of every meeting so called shall be given by any of the means authorized by the Directors to each Director not less than forty-eight hours (excluding any part of a Saturday, Sunday or holiday as defined by the Legislation Act (Ontario) for the time being in force ("holiday") before the time when the meeting is to be held and, subject to the *Act*, such notice may, but need not, specify the purpose of or the business to be transacted, save that no notice of a meeting shall be necessary if all the Directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

7.05 Errors in Notice

No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7.06 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.07 Participation by Telephonic or Electronic Means

A Director may participate in a meeting of the Board or of a Executive Committee by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

7.08 Adjournments

Any meetings of the Board may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment, provided that the meeting is continued no more than thirty days after the adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

SECTION 8 – OFFICERS OF THE ASSOCIATION

8.01 Officers

The Officers of the Association shall consist of the President, Vice-President, Secretary-Treasurer and Past President. Any voting Member is eligible to be elected as President, Vice-President or Secretary Treasurer.

8.02 Terms of Office

The President, the Vice-President and the Secretary-Treasurer of the Association shall hold office for one year from the date of the Annual Meeting of the Members of the Association at which they were elected.

8.03 Past President

The Past President shall hold office for a term of one year from the date of the Annual Meeting of the Members of the Association at which the successor President is elected.

8.04 President

The President is the Chief Executive Officer of the Association and shall preside over all meetings of the Association, the Board of Directors and the Executive Committee and in his or her absence such duties shall be performed by the Vice-President who while so acting shall have all the duties and powers of the President, and in the absence of both the President and the Vice-President, a chair pro tem shall be elected by the Board to preside at meetings of the Board and of the Executive Committee and to discharge the duties of the President during such absence.

8.05 Vice-President

The Vice-President during the absence or inability to act of the President shall perform all the duties of the President and shall have all powers of the President during such absence or inability of the President to serve. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

8.06 Secretary-Treasurer

The Secretary-Treasurer shall report on financial matters to the Board and to the Members, including the presentation of interim and annual financial statements to the Board and the presentation of annual audited financial statements to the Members at the Annual Meeting. The Secretary-Treasurer shall also perform such duties and exercise such powers as the President may from time to time delegate or that the Board may prescribe.

8.07 Executive Director

- a) The Board of Directors is authorized to appoint an Executive Director;
- b) The Executive Director shall be responsible to the Board of Directors and nothing contained in this By-law shall be deemed to empower the Executive Director to perform, do or direct any act which shall in any manner or extent whatsoever encroach upon the powers of the Board of Directors;
- c) The Executive Director shall be the Chief Operating and Administrative Officer and shall be responsible to the President and the Board of Directors for the proper administration of the affairs

- of the Association including the Anthony Pepe Memorial Law Library (the "Law Library") in accordance with objectives and policies approved by the Board of Directors;
- d) The responsibilities of the Executive Director shall include the following:
- i. to hire staff and provide for the training, instruction and performance review of staff, as well as all other matters related to staff except the power to set compensation for permanent staff or to dismiss permanent staff without Executive Committee approval;
 - ii. to coordinate relations and activities between the Association and staff;
 - iii. to oversee, monitor and regulate all library services of the Association;
 - iv. to manage and develop other services and benefits of the Association; and
 - v. to perform all tasks as are delegated by the Board from time to time.

SECTION 9 - PROTECTION OF DIRECTORS AND OFFICERS

9.01 Director and Officer Liability

No Director, Officer or committee member of the Association shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member, volunteer or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that he or she has:

- a) complied with the *Act* and the Association's Articles and Bylaws; and
- b) exercised his or her powers and discharged his or her duties in accordance with the *Act*.

9.02 Protection of Directors and Officers

The Association shall indemnify a Director or Officer of the Association or a former Director or Officer of the Association against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association.

The Association may advance money to a Director, Officer or other individual referred to in this Section 9.02 for the costs and expenses of an action or proceeding referred to in that subparagraph, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section 9.03

9.03 Requirements for Indemnity

The Association shall not indemnify an individual under Section 9.02 unless,

- (i) the individual acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.04 Insurance

The Association may purchase and maintain insurance for the benefit of an individual described in Section 9.02 against any liability incurred by the individual in the individual's capacity as a Director or Officer of the Association.

SECTION 10 – MEMBERS

10.01 Classes of Members

Membership in the Association shall consist of individuals who are either Barristers or Solicitors in good standing with the Law Society of Ontario or members of the Judiciary, and who have been accepted into membership in the Association by resolution of the Board. Corporations shall not be eligible for membership in the Association. There shall be sixteen (16) classes of membership, which are as follows:

- a) Regular Full-Time Members;
- b) Regular Crown Members;
- c) Regular Part-Time Members;
- d) Regular New Members;
- e) Regular Not Engaged in Remunerative Work Members;
- f) Regular Life Members;
- g) Associate Full-Time Members;
- h) Associate Full-Time Discount Members;
- i) Associate Crown Members;
- j) Associate Non-Practicing Members;
- k) Associate Part-Time Members;
- l) Associate Not Engaged in Remunerative Work Members;
- m) Associate Judiciary Members;
- n) Associate Life Members;
- o) Associate Student Members; and
- p) Associate Honourary Members.

10.02 Regular Full-Time Members

All Regular Full-Time Members shall be lawyers who are members of the Law Society of Ontario who are engaged in the practice of law and carry on business primarily within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Full-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.03 Regular Crown Members

All Regular Crown Members shall be lawyers practicing as assistant Crown Attorneys in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Crown Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.04 Regular Part-Time Members

All Regular Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis within the City of Hamilton, with an office located therein, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Part-Time Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.05 Regular New Members

All Regular New Members shall be lawyers who have been called to the bar in the present year, or have not been members of the Association in the past, who practice law within the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular New Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.06 Regular Not Engaged in Remunerative Work Members

All Regular Not Engaged in Remunerative Work Members shall be members of the Law Society of Ontario who are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working in the City of Hamilton, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Not Engaged in Remunerative Work Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.07 Regular Life Members

All Regular Life Members shall be lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent as a member of the Association practicing law primarily within the City of Hamilton, and are presently engaged in the practice of law, as determined by the Board in its sole discretion, and who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Regular Life Members shall be entitled to vote at all meetings of the Members, except as may be expressly provided by the *Act*.

10.08 Associate Full-Time Members

All Associate Full-Time Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are not members of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Full-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.09 Associate Full-Time Discount Members

All Associate Full-Time Discount Members shall be lawyers who are members of the Law Society of Ontario who carry on business primarily outside of the City of Hamilton, who practice law and are existing members in good standing of the law association in their area, or are otherwise engaged in full-time remunerative work including those employed in education, government or corporations or as mediators, arbitrators, or conciliators, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Full-Time Discount Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.10 Associate Crown Members

All Associate Crown Members shall be lawyers practicing as assistant Crown Attorneys outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Crown Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.11 Associate Non-Practicing Members

All Associate Non-Practicing Members shall be lawyers who are members of the Law Society of Ontario who are engaged in full-time remunerative work and are not engaged in the practice of law, including those employed in education, government or corporations as mediators, arbitrators, or conciliators within the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Non-Practicing Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.12 Associate Part-Time Members

All Associate Part-Time Members shall be lawyers who provide satisfactory proof to the Executive Director that they are working either at the practice of law or at other remunerative work on a part-time basis outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Part-Time Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.13 Associate Not Engaged in Remunerative Work Members

All Associate Not Engaged in Remunerative Work Members shall be lawyers who are or were members of the Law Society of Ontario and are not currently engaged in remunerative work or are retired, or on maternity, paternity, or adoption leave working outside the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Not Engaged in Remunerative Work Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.14 Associate Judiciary Members

All Associate Judiciary Members shall be granted to all members of the Bench, including those who are retired, as determined by the Board in its sole discretion, or members of the Judiciary, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Judiciary Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.15 Associate Life Members

All Associate Life Members shall granted to lawyers who have been in practice for over fifty (50) years, of which at least twenty five (25) were spent practicing in the City of Hamilton, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Life Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.16 Associate Student Members

All Associate Student Members shall be law students, LPP candidates, or NCA candidates living in the Region and employed by a principal or a firm within the Region and having an office located therein, as determined by the Board in its sole discretion, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.17 Associate Honourary Members

All Associate Honourary Members shall be individuals who have been granted membership at the sole discretion of the Board for a one (1) year period, who agree to comply with the provisions of the Articles, agree to be bound by the By-laws, rules and regulations of the Association, and who pay the required annual dues of the Association. Associate Student Members shall not have any voting rights at the meetings of Members, except as may be expressly required by the *Act*.

10.18 Privileges Granted to Non-Members

The Board may by resolution grant privileges from time to time to members of the Judiciary who are not Members of the Association, former Members of the Association who are worthy of honorary status, law students or others on such terms and conditions as the Board may determine from time to time. Such individuals shall have such privileges as the Board may determine, but shall not be Members of the Association and shall not have any voting rights. These privileges may include use of the Law Library and access to other services of the Association.

10.19 Annual Fees

Members shall pay such annual fees as the Board may by resolution determine from time to time.

10.20 Non Transferability

Membership in the Association is not transferable and automatically terminates if the Member resigns or if such membership is otherwise terminated in accordance with this By-Law.

10.21 Expiration of Membership

The term of membership of any Member who fails to pay the required annual fee within two months after the annual fee becomes due and payable shall automatically expire. Such individuals shall be entitled to apply for a new term of membership upon payment of all arrears of annual fees for the current year.

10.22 Expulsion of Member

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws of the Association. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership. Disciplinary action which the Board may impose shall include, without limitation: i) withholding, for a certain period of time or permanently, any right or privilege conferred upon a Member by his or her membership in the Association; or ii) imposing a fine not to exceed twice the Member's annual membership fee.

10.23 Forfeiture

Any Member who shall withdraw, resign, be expelled, or cease to be a Member of the Association shall forfeit any prepaid fees and all privileges in the Association.

SECTION 11 – MEETINGS OF MEMBERS

11.01 Annual Meetings of Members

An annual meeting of the Members of the Association shall be held annually on the first day in May or June or such other subsequent day in May or June as the Board may direct.

11.02 Notice

Not less than ten and not more than fifty days' written notice of the time and place of any annual or special Members' meeting shall be given to each Member and to the Association's auditor by prepaid mail, facsimile, or email. Notice shall also be provided by posting in a prominent place in the Law Library. Notice shall be sent to the Member's latest address, facsimile number or email address as shown in the records of the Association. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. No error or accidental omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11.03 Business at Annual Meeting

The Annual Meeting shall be considered a business meeting at which there shall be conducted an election of the President, the Vice-President, the Secretary-Treasurer, and Directors to fill any vacancy on the Board caused by the expiry of the term of any existing Director. The Annual Meeting shall also receive and consider the Annual Reports of Officers and chairs of Committees and otherwise deal with the affairs of the Association in compliance with the Agenda for the meeting and the By-laws. No other item of business shall, except with the unanimous consent of the voting Members present, be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary-Treasurer prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting. Roberts Rules of Order shall guide the procedures at the Annual Meeting.

11.04 Voting

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a) each Member with voting rights shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all voting Members present, subject to subparagraph (g);
- c) an abstention shall not be considered a vote cast;
- d) before or after a vote has been taken on any question, the chair of the meeting may require, or any voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f) whenever a vote is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion;
- g) voting Members shall be entitled to vote by one of: (i) mail, or (ii) electronically, as may be determined by the Board and approved by the voting Members from time to time. The Board shall determine the rules governing such voting method. For greater certainty, voting in person or by one of the aforementioned absentee voting methods shall be the only methods of voting permitted; and
- h) Members shall not be permitted to vote by proxy at meetings of the Association.

11.05 Quorum

Quorum for the transaction of business at any Members' meeting shall be not less than five percent of the Members entitled to vote at the meeting and present in person, or participating by one of the methods described in Section 11.04 (g). If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

11.06 Election of Officers

At each Annual Meeting, the secretary of the meeting shall present the candidates proposed by the Nominating Committee for the offices of President, Vice-President and Secretary-Treasurer to the voting Members for election. If additional nominations have been submitted in compliance with Section 12.02

hereof, the secretary of the meeting shall also present the additional nominees. If there are more nominees than vacancies, an election shall be held by written ballot.

11.07 Election of Directors

At each Annual Meeting at which an election of Directors is required, the secretary of the meeting shall present the candidates proposed by the Nominating Committee to the voting Members for election. If additional nominations have been submitted in compliance with Section 12.02 hereof, the secretary of the meeting shall also present the additional nominees. If there are more nominees than vacancies, an election shall be held by written ballot.

11.08 Special Meetings

Special meetings of the Members of the Association may be called by the President or in his or her absence, the Vice-President, and the President, upon receiving the written request of not less than ten percent of the Members entitled to vote stating the purpose of the meeting, shall within twenty days of receiving such request call a special meeting of the Members of the Association.

11.09 Adjournments

Any meetings of the Members may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment, provided that the meeting is continued no more than thirty days after the adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

11.10 Persons Entitled to be Present

The only persons entitled to attend the Members meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 12 – NOMINATING COMMITTEE

12.01 Nominations

At least sixty days prior to an Annual Meeting of the Association, a Nominating Committee consisting of the Past President as chair, the President and Vice-President and two additional voting Members who are not Directors but of whom one shall have been called to the Bar for not more than five years, shall meet to nominate a Director of the Association for President, one Director for Vice-President, one Director for Secretary-Treasurer, and the number of voting Members as detailed in Section 6 hereof as Directors for a term of three years to fill any vacancy caused by the expiry of the term of any existing Director, for the consideration of the voting Members at the Annual Meeting of the Association. The Nominating Committee shall consider among its nominations of Directors at least two voting Members who have not previously served as Director, and shall have due regard to the desirability of a wide representation among the Members of the Association. The Nominating Committee shall obtain the written consent of all voting Members and Directors to be nominated, and the report of the Nominating Committee shall be posted in the Law Library and forwarded to each Member of the Association by prepaid mail, facsimile, or email at

least thirty days prior to the day of the Annual Meeting of the Members of the Association. The Nominating Committee shall also meet to nominate candidates to fill any vacancy of Directors or officers, if requested to do so by the President, or in his or her absence by the Vice-President.

12.02 Additional Nominations

Additional nominations of the voting Members of the Association may be submitted for Directorship and Officers to the Secretary-Treasurer of the Association at least ten days prior to the Annual Meeting. Such nomination must be signed by at least two voting Members of the Association, not including the nominee, and accompanied by the written consent of the nominee. Any such nominations shall be posted in the Law Library.

12.03 Voting for Nominees

No other nominations than those provided for in Sections 12.01 and 12.02 shall be presented or received at the Annual Meeting of the Members of the Association. In the event there is more than one nomination for the office of President or Vice-President or Secretary-Treasurer, or if there are more nominations for the office of Director than the vacancies to be filled, an election shall be held by ballots at the Annual Meeting to be supervised by the secretary of the Meeting.

12.04 Reports of Officers and Committee Chair

- a) The Board shall lay before the Annual Meeting of the Members of the Association, by the appropriate officer, Reports of the affairs of the Association, which shall include:
 - i. the number of Members at the date of the previous Annual Report;
 - ii. the names of the Members admitted during the year;
 - iii. the number of Members at the date of the Report;
 - iv. a detailed statement of the assets and liabilities of the Association at the date of the Report and of the receipts and disbursements on account of the Association's business during the year together with the Report of the Auditors of the Association; and
 - v. a list of meetings of the Board of Directors and the attendance record of each Director during the year.

- b) Each Committee established by the Board shall by its chair present a Summary Report of Committee activities to be filed with the Secretary-Treasurer at the Annual Meeting.

SECTION 13 - MONEY, BANKING AND SIGNING OFFICERS

13.01 Monies of Association

All monies of the Association shall be applied in such manner as the Board may deem advisable for managing the affairs of the Association.

13.02 Banking

All monies of the Association shall be deposited in an account with a Canadian chartered bank, the Province of Ontario Savings Office or a registered Trust Company, to the credit of the Association.

13.03 Signing Officers

All disbursements on account of the Association shall be paid by cheque signed by any two of: The President, Vice-President, Secretary-Treasurer and Executive Director.

SECTION 14 - STANDING COMMITTEES

14.01 Standing Committees of the Board

Without derogating in any way from the discretion of the Board to constitute from time to time other standing committees of the Board, there shall be the following standing committees of the Board:

a) Executive Committee

An Executive Committee, consisting of the President, the Vice-President, the Secretary-Treasurer, the chair of the Continuing Professional Development Committee and two other Board members the President may select, shall be constituted and have as its duties the following:

- i. to oversee the day to day affairs and operations of the Association between Board meetings;
- ii. to review and report on relevant Association issues to the Board;
- iii. to perform all tasks as are delegated by the Board from time to time;
- iv. to receive and generate current communications of the Association with other bodies;
- v. to deal with those issues not otherwise provided for, subject to Board approval;
- vi. to oversee all services provided by the Association to Members; and
- vii. to perform the function of liaison between the Bench and Bar in accordance with any policies of the Board in existence from time to time, and to consider such matters that the Board, the Members and the Bench request.

The Executive Committee shall meet at the call of the President.

b) Continuing Professional Development Committee

A Continuing Professional Development Committee, consisting of a chair and vice-chair appointed by the President and six (6) to seven (7) voting Members, six of whom should practice primarily in the respective areas of Real Estate, Wills and Trusts, Corporate Law, Civil Litigation, Criminal Law and Family Law, and at least one of whom shall have practiced not more than five (5) years, shall be constituted and have as its duties the following:

- i. to develop continuing professional development programs, conferences and events for the Association;
- ii. to assess and interpret the needs and expectations of Association Members regarding Continuing Professional Development; and
- iii. to assess, revise, add and/or delete, as necessary, the existing Continuing Professional Development program.

The Committee shall meet when required throughout the year, but not less than three (3) times a year.

14.02 Chair and Vice-Chair of Committees

With respect to the Continuing Professional Development Committee and any other committee created under Section 14.01 other than the Executive Committee, the chair and, where possible, the vice-chair of each committee described in Section 14.01 herein shall be Directors of the Association.

SECTION 15 - LIBRARIAN

15.01 Duties of Librarian

The Board shall ensure at all times that there is a Librarian, an employee whose duties shall be:

- a) to provide the expert advice, direction and control necessary to the operation, maintenance and improvement of the Association library and ancillary library services;
- b) to directly supervise other library staff to the extent they are performing library related services;
- c) to report to the Board or its delegate from time to time on the status of the collection, library services and the use thereof by Association Members;
- d) to provide recommendations, advice and direction in the form of written memoranda to the Board or its delegate in respect of the improvement and amendment to the library and ancillary library services; and
- e) to sit as an ex-officio adviser on any committee the Board deems advisable.

SECTION 16 - BY-LAW APPLICATION AND AMENDMENTS

16.01 Repeal of By-law

By-law 2-2011, passed the 13th day of April, 2011, and ratified the 2nd day of June, 2011 is hereby repealed. By-laws 1-2019, 2-2019, and 3-2019 all passed on the 20th day of March 2019, and ratified on the 30th day of May 2014 are hereby repealed. By-law 4-2019 passed on the 20th day of November 2019, and ratified on the 20th day of May 2020 is hereby repealed. By-law 1-2020 passed on the 15th day of April 2020, and ratified on the 20th day of May 2020 is hereby repealed. All rules and regulations of the Association heretofore made and which are inconsistent with this By-law, are hereby repealed. This By-law shall be administered by the Board of Directors whose interpretation hereof shall be conclusive.

16.02 By-Law Amendments

The Board may from time to time amend this By-law but such amendment shall not come into force until confirmed by two-thirds of the votes cast at an Annual Meeting of the Members of the Association or a meeting of the Members duly called for the purpose of considering such By-law amendment.

16.03 Title of By-Law

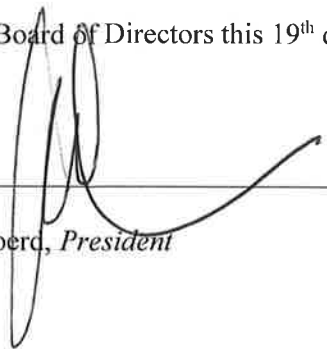
This By-law may be known as the Regulatory By-Law of The Hamilton Law Association.

16.04 By-Law in Force

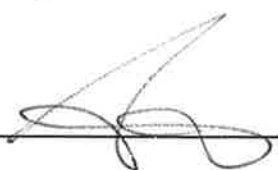
This By-law when passed by the Board shall only come into force and take effect on the date of its ratification by two-thirds of the Members entitled to vote and present at the Annual General Meeting of the membership of the Association.

[Signature page follows]

PASSED by the Board of Directors this 19th day of April 2023.



David van der Woerd, *President*



Andrew Keesmaat, *Secretary-Treasurer*